

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Related Docket No. 24383, 24529
)

**ORDER AUTHORIZING THE SETTLEMENT OF AN ASBESTOS PROPERTY
DAMAGE CLAIM FILED BY TORONTO DISTRICT SCHOOL BOARD**

This matter having come before the Court on the Motion of Debtors for Entry of an Order Authorizing Settlement of An Asbestos Property Damage Claim filed by Toronto District School Board [Claim No. 12304] (the "Motion"), the Court having reviewed the Motion; the Court finds that: (i) the legal and factual basis set forth in the Motion establish just cause for the relief requested, (ii) the Debtors have properly exercised their business judgment in negotiating and entering into the Settlement Agreement attached as Exhibit A to the Motion, and (iii) the settlement and compromise are not attended by fraud, collusion or bad faith and were negotiated by the parties at arm's length.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in all respects;
2. The Settlement Agreement, a copy of which is attached as Exhibit A to the Motion, is APPROVED.
3. The Debtors are authorized to enter into the Settlement Agreement and are authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary or appropriate to

consummate the Settlement Agreement and perform any and all obligations contemplated therein.

4. The Court retains jurisdiction to interpret, implement, and enforce the provisions of this Order subject to the provisions of the Settlement Agreement.

Dated: April 7, 2010

Judith K. Fitzgerald
Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

SJS